

Mr. Curtis Brody
Chief Financial Officer
Sunwest Management, Inc.
3723 Fairview Industrial Drive SE
PO Box 3006
Salem, Oregon 97302

1330 Connecticut Avenue NW
Washington, DC 20036-1795

Telephone 202-429-3000
Facsimile 202-429-3902
www.steptoelaw.com

IN ACCOUNT WITH
STEPTOE & JOHNSON LLP

January 15, 2010

INVOICE

Our Matter No. 017026.00001
RESTRUCTURING ISSUES

Invoice No. 2329419

For Professional Services Rendered Through December 31, 2009:

Fees:

Attorney/Paralegal	Hours	Rate	Value
G.R. Yates	231.60	450.00	104,220.00
Total Fees:			\$104,220.00

Expenses:

Air Fare	3,822.60
Local Messenger	8.70
Federal Express	34.05
Hotel	4,554.90
Taxis	564.30
Teleconferencing Calls - Long Distance	33.83
Long Distance Telephone	642.75
Travel	221.42
Meals While On Travel	3,641.86
Westlaw On-line Research	<u>11.98</u>
Total Expenses:	<u>\$13,536.39</u>
Total Due for this Period:	<u>\$117,756.39</u>

Mr. Curtis Brody
Chief Financial Officer
Sunwest Management, Inc.
3723 Fairview Industrial Drive SE
PO Box 3006
Salem, Oregon 97302

1330 Connecticut Avenue NW
Washington, DC 20036-1795

Telephone 202.429.3000
Facsimile 202.429.3902
www.steptoelaw.com

IN ACCOUNT WITH
STEPTOE & JOHNSON LLP

January 15, 2010

REMITTANCE

Our Matter No. 017026.00001
RESTRUCTURING ISSUES

Invoice No. 2329419

For Professional Services Rendered Through December 31, 2009:

Total Fees:	\$104,220.00
Total Expenses:	<u>\$13,536.39</u>
Total Due for this Period:	<u>\$117,756.39</u>

INVOICE IS DUE AND PAYABLE UPON RECEIPT

PLEASE RETURN THIS COPY WITH YOUR REMITTANCE

Please send remittance to: Steptoe & Johnson LLP
Accounting Department
1330 Connecticut Avenue, NW
Washington, D.C. 20036-1795

Wiring Instructions:
Bank: Wachovia Bank of Washington, D.C.
ABA#: 054001220
Beneficiary's Account #: 2000033223276
Swift Code -- PNBPNUS33
Beneficiary's Name: Steptoe & Johnson LLP

**SUNWEST MANAGEMENT, INC.
RESTRUCTURING ISSUES
DECEMBER 2009**

Date	Name	Hour	Description
12/01/09	G.R. Yates	3.60	Work on Blackstone issues including preparing comments on Purchase and Sale Agreement.
12/01/09	G.R. Yates	2.90	Address secured lender issues and negotiate restructuring agreements.
12/02/09	G.R. Yates	4.80	Mediation with Judge Velure on issues relating to Dr. Falk's investments and claims.
12/02/09	G.R. Yates	5.10	Mediation with Judge Velure relating to Tintera loans and claims including tax issues.
12/02/09	G.R. Yates	0.90	Work on GE loan restructuring issues.
12/03/09	G.R. Yates	5.80	Address Blackstone issues including due diligence schedules and review of Purchase and Sale Agreement.
12/03/09	G.R. Yates	1.80	Conference call with Blackstone to discuss remaining issues.
12/03/09	G.R. Yates	4.70	Numerous secured creditor calls to move restructuring negotiations forward. Revise term sheets.
12/04/09	G.R. Yates	1.70	Conference call to discuss Blackstone issues including licensing and exclusivity.
12/04/09	G.R. Yates	4.30	Work on disposition of properties with Sunwest employees and lenders.
12/04/09	G.R. Yates	6.80	Work on secured lender issues involving restructuring of loans. Revise loan modification agreements.
12/07/09	G.R. Yates	6.70	Work on restructuring secured loans.
12/07/09	G.R. Yates	7.20	Address various issues relating to the Blackstone Purchase and Sale Agreement.
12/08/09	G.R. Yates	8.10	Work on Blackstone matter including numerous conference calls.
12/08/09	G.R. Yates	6.20	Address secured lender issues and negotiate restructurings.
12/09/09	G.R. Yates	3.90	Work on property disposition matters including drafting orders.
12/09/09	G.R. Yates	6.80	Work on Blackstone Agreement and related issues.
12/09/09	G.R. Yates	3.80	Address various secured lender restructuring issues.
12/10/09	G.R. Yates	9.30	Work on Blackstone issues.

Date	Name	Hour	Description
12/10/09	G.R. Yates	4.60	Address issues related to secured loan restructuring.
12/11/09	G.R. Yates	6.80	Work on Blackstone matters including conference calls.
12/11/09	G.R. Yates	3.90	Work on property dispositions.
12/11/09	G.R. Yates	3.60	Address secured lender restructuring issues.
12/14/09	G.R. Yates	6.70	Work on secured lender issues involving GE and Columbia Pacific. Review documents and discuss issues with borrowers's counsel.
12/14/09	G.R. Yates	4.30	Work on issues related to Blackstone sale. Review schedules.
12/14/09	G.R. Yates	3.40	Work on disposition of bare land and revisions to term sheet.
12/15/09	G.R. Yates	8.40	Work on secured lender issues with Marathon, US Bank, and The National Bank.
12/15/09	G.R. Yates	5.90	Address issues with Blackstone.
12/16/09	G.R. Yates	6.10	Address secured lender issues including Lewis & Clark Bank, Bank of Whitman and Prudential.
12/16/09	G.R. Yates	3.60	Work on sales of property including Smart Park 1 and 3, and blueberry farm.
12/17/09	G.R. Yates	5.80	Address issues relating to Blackstone transaction including issues on secured lender guidelines.
12/17/09	G.R. Yates	3.10	Work on process for bare land investors to elect out of bankruptcy.
12/18/09	G.R. Yates	4.30	Begin work on CS-27 Loan Modification. Discuss issues with Sunwest employees.
12/18/09	G.R. Yates	5.20	Work on disposition issues including analysis of the properties that have value in excess of 100% of investment.
12/19/09	G.R. Yates	8.30	Review CS-27 Loan Modification Agreement and CS-27 Loan Documents. Begin revision to Loan Modification Agreement.
12/20/09	G.R. Yates	5.80	Revise CS-27 Loan Modification Agreement. Communicate with various Sunwest employees to obtain factual information. Discuss issues with Mr. Marcos.

SUNWEST MANAGEMENT, INC.
January 15, 2010

Invoice No. 2329419
Matter No. 017026.00001

Date	Name	Hour	Description
12/21/09	G.R. Yates	5.90	Work on CS-20 and CS-27 restructuring documents.
12/21/09	G.R. Yates	2.50	Address property disposition issues including bare land.
12/22/09	G.R. Yates	4.90	Address CS-20 and CS-27 issues related to restructuring and related Blackstone issues.
12/22/09	G.R. Yates	3.80	Work on First Sound and Hillside loan restructurings.
12/23/09	G.R. Yates	7.90	Work on Sterling Bank, The National Bank and First Sound Bank restructuring agreements.
12/23/09	G.R. Yates	2.70	Address property disposition issues including bare land.
12/24/09	G.R. Yates	4.80	Negotiate CS-20 and CS-27 restructuring agreements.
12/24/09	G.R. Yates	3.40	Work on bare land issues to finalize proposal.
12/28/09	G.R. Yates	2.10	Negotiate CS-20 and CS-27 terms for restructuring.
12/29/09	G.R. Yates	3.70	Work on restructuring documents for First Sound Bank.
12/30/09	G.R. Yates	0.90	Work on finalizing Columbia Pacific loan modifications.
12/30/09	G.R. Yates	4.80	Work on loan modification documents for First Sound Bank.